

DAMON MOREY LLP  
*Proposed Attorneys for Debtor*  
Daniel F. Brown, Esq. (DB6034)  
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200 Delaware Avenue  
Buffalo, New York 14202  
(716) 856-5500

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re:

BOZEL S.A.,

Debtor.

Case No. 10-11802-AJG  
Chapter 11

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**AFFIDAVIT OF MICHEL L. MARENGERE**  
**PURSUANT TO LOCAL BANKRUPTCY RULE 1007-2**

STATE OF NEW YORK     )  
                                      : ss.  
COUNTY OF ERIE         )

I, Michel L. Marengere, being duly sworn, depose and say:

1. I am the Administrateur Délégué (“Managing Director”) of Bozel S.A. (the “Debtor”). As such, I am familiar with the Debtor’s operations, business and financial affairs.

2. I submit this Affidavit pursuant to Rule 1007-2 of the Local Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”).

**Local Rule 1007-2(a)(1)**

3. The Debtor is a corporation formed under the laws of the duchy of Luxembourg. The Debtor is a holding company which is the one hundred percent owner of three subsidiary corporations, Bozel LLC (which entity has its principal place of business in New York, New York), Bozel Europe S.A.S. and Bozel Mineracao Ltda.

4. Bozel Mineracao Ltda. is a manufacturer of calcium silicon used in the production of steel based in Brazil.

5. Bozel Europe S.A.S. is based in France, where it is a manufacturer and distributor of calcium silicon cord wire, also used in steel production, and a distributor for products of Bozel Mineracao Ltda.

6. Bozel LLC is a United States based distributor of products manufactured by Bozel Europe S.A.S. and Bozel Mineracao Ltda.

7. The Debtor's bankruptcy filing was precipitated by the appointment in the British Virgin Islands in March, 2010 of a Liquidator for the benefit of one creditor of the Debtor's 100% shareholder, Wellgate International Ltd.

8. The Debtor intends to use the Chapter 11 proceeding to give it the opportunity to either obtain alternate sources of financing in order to enable it to fund a plan of reorganization, or, alternatively, to sell its assets through a Section 363 sale or a Plan.

**Local Rule 1007-2(a)(2)**

9. This case was not originally commenced under Chapter 7 or 13 of the Bankruptcy Code.

**Local Rule 1007-2(a)(3)**

10. No creditors' committee was organized prior to the order for relief in this Chapter 11 case.

**Local Rule 1007-2(a)(4)**

11. A list of the names and addresses of the Debtor's 20 largest unsecured claims, excluding creditors who are "insiders" as that term is defined in 11 U.S.C. Section 103(31) are included in the documents filed herewith and are incorporated herein by reference.

**Local Rule 1007-2(a)(5)**

12. A list of the names and addresses of the Debtor's two secured creditors, the amounts of their claims and a description and estimate of the value of the collateral securing the claims are included in the documents filed herewith and are incorporated herein by reference.

**Local Rule 1007-2(a)(6)**

13. A summary of the Debtor's assets and liabilities and a copy of the Debtor's most recent balance sheet are included in the documents filed herewith and are incorporated by reference.

**Local Rule 1007-2(a)(7)**

14. There are no publicly held securities of the Debtor. A List of Equity Security Holders is included in the documents filed herewith and is incorporated by reference.

**Local Rule 1007-2(a)(8)**

15. None of the Debtor's property is in the possession of any custodians, public officer, mortgagee, pledgee, assignee of rents, or secured creditor, or any agent for such entity.

**Local Rule 1007-2(a)(9)**

16. The Debtor leases office space from Regus in Luxembourg, from Regus Brazil in Brazil and from Regus New York in New York. The Debtor's Luxembourg office is located at Boulevard Royal 26, L-2449, Luxembourg. The Debtor's Brazil office is located at Rua Funchal, 418 - 34 Andar - Vila Olimpia, Sao Paulo, SP 04551-060, Brazil. Post-petition, the Debtor entered into a new lease with Regus New York for the lease of office space located at 415 Madison Avenue, 14<sup>th</sup> Floor, Office 1424, New York, New York 10017.

**Local Rule 1007-2(a)(10)**

17. As noted above, the Debtor is a holding company. Its primary assets are its shares of its three subsidiaries, Bozel LLC (which entity has its principal place of business in New York, New York), Bozel Europe S.A.S. (which entity has its principal place of business in France, outside of the territorial limits of the United States) and Bozel Mineracao Ltda (which entity has its principal place of business in Brazil, outside of the territorial limits of the United States).

18. The Debtor's books and records are located at the head office of the Debtor in Luxembourg.

**Local Rule 1007-2(a)(11)**

19. A list of actions and proceedings currently pending against the Debtor is included in the documents filed herewith and is incorporated by reference.

**Local Rule 1007-2(a)(12)**

20. The Debtor's senior management consists of: Michel L. Marengere, Managing Director and Dominique Riche, President.

**Local Rule 1007-2(b)( 1)**

21. The Debtor does not have any employees and, therefore, there is no estimated payroll to employees for the 30 day period following the filing of the Chapter 11 Petition.

**Local Rule 1007-2(b)(2)**

22. The Debtor does not estimate any amount will be paid for services to its officers, stockholders and directors for the 30 day period following the filing of the Chapter 11 Petition.

**Local Rule 1007-2(b)(3)**

23. The estimated schedule of cash receipts and disbursements for the 30 day period following the filing of the Chapter 11 petition, net cash gain or loss, obligations and receivables expected to accrue but remaining unpaid, other than professional fees, is annexed as **Schedule I**<sup>1</sup>.

**CONCLUSION**

I declare under the penalty of perjury that the foregoing is true and correct.

/s/ Michel L. Marengere  
Michel L. Marengere

Sworn to and Subscribed before me  
this 4<sup>th</sup> day of May, 2010

/s/ Daniel F. Brown  
Notary Public  
DANIEL F. BROWN  
Notary Public State of New York  
Qualified in Erie County  
My Commission Expires 07 16 2011  
#1434447

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<sup>1</sup> These numbers have been extracted from the financial model produced by the operating management of the Debtor and its subsidiaries.

**Schedule I**

**Estimated Cash Receipts and Disbursements for the  
30 Day Period Following the Filing Date**

Revenue	\$6,018,666.67
Gross Profit	\$1,573,333.33
EBITDA	\$1,056,000.00
Depreciation & Amortization	(\$105,333.33)
EBIT	\$1,161,333.33
Net Interest	(\$183,333.33)
Profit Before Tax	\$978,000.00
Income Tax	(\$279,666.67)
Net Income	\$698,333.33

# United States Bankruptcy Court

## Southern District of New York

# Voluntary Petition

## AMENDED

Name of Debtor (if individual, enter Last, First, Middle): <b>Bozel S.A.</b>	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) <b>98-0658185</b>	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): <b>415 Madison Avenue</b> <b>14th Floor</b> <b>Office 1424</b> <b>New York, NY</b> <div style="text-align: right; margin-top: -10px;">           ZIP Code  <b>10017</b> </div>	Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; margin-top: -10px;">           ZIP Code         </div>
County of Residence or of the Principal Place of Business: <b>New York</b>	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right; margin-top: -10px;">           ZIP Code         </div>	Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; margin-top: -10px;">           ZIP Code         </div>
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: center;"> <b>c/o Bozel LLC</b>  <b>555 South Federal Highway</b>  <b>Suite 260</b>  <b>Boca Raton, FL 33432</b> </div>	

<b>Type of Debtor</b> (Form of Organization) (Check one box)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<b>Nature of Business</b> (Check one box)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other  <b>Tax-Exempt Entity</b> (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  <b>Nature of Debts</b> (Check one box)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
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<b>Filing Fee</b> (Check one box)  <input checked="" type="checkbox"/> Full Filing Fee attached  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	<b>Chapter 11 Debtors</b> Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 ( <i>amount subject to adjustment on 4/01/13 and every three years thereafter</i> ). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.  <table style="width:100%; font-size: small;"> <tr> <td colspan="10">Estimated Number of Creditors</td> </tr> <tr> <td><input checked="" type="checkbox"/> 1-49</td> <td><input type="checkbox"/> 50-99</td> <td><input type="checkbox"/> 100-199</td> <td><input type="checkbox"/> 200-999</td> <td><input type="checkbox"/> 1,000-5,000</td> <td><input type="checkbox"/> 5,001-10,000</td> <td><input type="checkbox"/> 10,001-25,000</td> <td><input type="checkbox"/> 25,001-50,000</td> <td><input type="checkbox"/> 50,001-100,000</td> <td><input type="checkbox"/> OVER 100,000</td> </tr> </table> <table style="width:100%; font-size: small;"> <tr> <td colspan="10">Estimated Assets</td> </tr> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input checked="" type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> </table> <table style="width:100%; font-size: small;"> <tr> <td colspan="10">Estimated Liabilities</td> </tr> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input checked="" type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> </table>	Estimated Number of Creditors										<input checked="" type="checkbox"/> 1-49	<input type="checkbox"/> 50-99	<input type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> OVER 100,000	Estimated Assets										<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input checked="" type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion	Estimated Liabilities										<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input checked="" type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion	THIS SPACE IS FOR COURT USE ONLY
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**Voluntary Petition**

(This page must be completed and filed in every case)

Name of Debtor(s):

**Bozel S.A.****All Prior Bankruptcy Cases Filed Within Last 8 Years** (If more than two, attach additional sheet)

Location

Where Filed: **- None -**

Case Number:

Date Filed:

Location

Where Filed:

Case Number:

Date Filed:

**Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor** (If more than one, attach additional sheet)

Name of Debtor:

Case Number:

Date Filed:

**- None -**

District:

Relationship:

Judge:

**Exhibit A**

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)

☐ Exhibit A is attached and made a part of this petition.

**Exhibit B**

(To be completed if debtor is an individual whose debts are primarily consumer debts.)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).

**X**

Signature of Attorney for Debtor(s)

(Date)

**Exhibit C**

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.

☒ No.

**Exhibit D**

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

☐ Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

☐ Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

**Information Regarding the Debtor - Venue**

(Check any applicable box)

- ☐ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.
- ☐ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.
- ☒ Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

**Certification by a Debtor Who Resides as a Tenant of Residential Property**

(Check all applicable boxes)

- ☐ Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

\_\_\_\_\_  
(Name of landlord that obtained judgment)

\_\_\_\_\_  
(Address of landlord)

- ☐ Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and
- ☐ Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.
- ☐ Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).



**Voluntary Petition**

(This page must be completed and filed in every case)

Name of Debtor(s):

**Bozel S.A.****Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

**X** \_\_\_\_\_  
Signature of Debtor

**X** \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (If not represented by attorney)

\_\_\_\_\_  
Date

**Signature of Attorney\***

**X** **/s/ Daniel F. Brown** \_\_\_\_\_  
Signature of Attorney for Debtor(s)

**Daniel F. Brown** \_\_\_\_\_  
Printed Name of Attorney for Debtor(s)

**Damon Morey LLP** \_\_\_\_\_  
Firm Name

**The Avant Building, Suite 1200**  
**200 Delaware Avenue**  
**Buffalo, NY 14202-2150**

\_\_\_\_\_  
Address

**(716) 856-5500 Fax: (716) 856-5510** \_\_\_\_\_  
Telephone Number

**May 4, 2010** \_\_\_\_\_  
Date

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

**X** **/s/ Michel Marengere** \_\_\_\_\_  
Signature of Authorized Individual

**Michel Marengere** \_\_\_\_\_  
Printed Name of Authorized Individual

**Administrateur Delegue** \_\_\_\_\_  
Title of Authorized Individual

**May 4, 2010** \_\_\_\_\_  
Date

**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

☐ Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

**X** \_\_\_\_\_  
Signature of Foreign Representative

\_\_\_\_\_  
Printed Name of Foreign Representative

\_\_\_\_\_  
Date

**Signature of Non-Attorney Bankruptcy Petition Preparer**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

\_\_\_\_\_  
Printed Name and title, if any, of Bankruptcy Petition Preparer

\_\_\_\_\_  
Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

\_\_\_\_\_  
Address

**X** \_\_\_\_\_  
Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

*A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.*

**United States Bankruptcy Court**  
**Southern District of New York**

In re **Bozel S.A.**

Debtor(s)

Case No. **10-11802**Chapter **11**

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS - AMENDED**

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
<b>Bird &amp; Bird</b> <b>15 Fetter Lane</b> <b>London EC4A 1JP</b> <b>UNITED KINGDOM</b>	<b>Jeremy Sharman</b> <b>Bird &amp; Bird</b> <b>15 Fetter Lane</b> <b>London EC4A 1JP</b> <b>UNITED KINGDOM</b> <b>+44 (0) 20 7418 7072</b>	<b>Attorneys' fees</b>		<b>30,000.00</b>
<b>Conyers, Dill &amp; Pearman</b> <b>Romasco Place, Wickhams</b> <b>Cay 1</b> <b>Road Town, Tortola VG1110</b> <b>BRITISH VIRGIN ISLANDS</b>	<b>Tameka Davis</b> <b>Conyers, Dill &amp; Pearman</b> <b>Romasco Place, Wickhams Cay 1</b> <b>Road Town, Tortola VG1110</b> <b>BRITISH VIRGIN ISLANDS</b> <b>+1 (284) 852 1120</b>	<b>Attorneys' fees</b>		<b>30,000.00</b>
<b>Edwin &amp; Coe LLP</b> <b>2 Stone Buildings, Lincoln's</b> <b>Inn, London WC2A 3TH</b> <b>UNITED KINGDOM</b>	<b>David Greene</b> <b>2 Stone Buildings, Lincoln's</b> <b>Inn, London WC2A 3TH</b> <b>UNITED KINGDOM</b> <b>+44 20 7691 4000</b>	<b>Attorneys' fees</b>		<b>25,000.00</b>
<b>Guedes, Nunes, et al.</b> <b>Av. Paulista, 509 - 14 andar</b> <b>Sao Paulo 01311-000</b> <b>BRAZIL</b>	<b>Marcelo Guedes Nunes</b> <b>Guedes, Nunes, et al.</b> <b>Av. Paulista, 509 - 14 andar</b> <b>Sao Paulo 01311-000</b> <b>BRAZIL</b> <b>55-11-2856-6226</b>	<b>Attorneys' fees</b>		<b>70,000.00</b>
<b>Kleyr, Grasso Associes</b> <b>122 Rue A. Fischer L-1521</b> <b>LUXEMBOURG</b>	<b>Pascal Sassel</b> <b>Kleyr, Grasso Associes</b> <b>122 Rue A. Fischer L-1521</b> <b>LUXEMBOURG</b> <b>352-22-73-30-1</b>	<b>Attorneys' fees</b>		<b>5,000.00</b>
<b>Landwell &amp; Associes</b> <b>27 bis Rue de Vieux Faubourg</b> <b>Lille 59 000</b> <b>FRANCE</b>	<b>Sylvain Gagneux</b> <b>27 bis Rue de Vieux Faubourg</b> <b>Lille 59 000</b> <b>FRANCE</b> <b>+33 3 20 06 75 21</b>	<b>Attorneys' fees</b>		<b>16,000.00</b>

Debtor(s)

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS - AMENDED**  
(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
<b>Lorang &amp; Roberto Avocats</b> <b>104, Boulevard de la Petrusse</b> <b>2320</b> <b>LUXEMBOURG</b>	<b>Lorang &amp; Roberto Avocats</b> <b>104, Boulevard de la Petrusse</b> <b>2320</b> <b>LUXEMBOURG</b> <b>(352) 26 64 62-1</b>	<b>Attorneys' fees</b>		<b>10,000.00</b>
<b>Pinsent Masons LLP</b> <b>30 Aylesbury Street</b> <b>London EC1R 0ER</b> <b>UNITED KINGDOM</b>	<b>Jon Harris</b> <b>30 Aylesbury Street</b> <b>London EC1R 0ER</b> <b>UNITED KINGDOM</b> <b>+44 (0) 20 7418 7072</b>	<b>Attorneys' fees</b>		<b>150,000.00</b>
<b>Regus</b> <b>Boulevard Royal 26</b> <b>L-2449</b> <b>LUXEMBOURG</b>	<b>Christelle Fertons</b> <b>Boulevard Royal 26</b> <b>L-2449</b> <b>LUXEMBOURG</b> <b>+352 22 9999</b>	<b>Lease for Luxembourg business location</b>		<b>5,000.00</b>
<b>Regus Brazil</b> <b>Rua Funchal, 418 34 Andar</b> <b>Vila Olimpia, SP 04551-060</b> <b>BRAZIL</b>	<b>Regus Brazil</b> <b>Rua Funchal, 418 34 Andar</b> <b>Vila Olimpia, SP 04551-060</b> <b>BRAZIL</b>	<b>Lease for Brazil business location</b>		<b>3,000.00</b>

In re **Bozel S.A.**

Debtor(s)

Case No. **10-11802**

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS - AMENDED**  
(Continuation Sheet)

**DECLARATION UNDER PENALTY OF PERJURY  
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the Administrateur Delege of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date **May 4, 2010**

Signature **/s/ Michel Marengere**

**Michel Marengere**

**Administrateur Delege**

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re:

BOZEL S.A.,

Debtor.

Case No. 10-11802-AJG  
Chapter 11

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**AMENDED SUPPLEMENTAL CONTACT SHEET REGARDING LIST  
OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

Sylvain Gagneux  
Landwell & Associates  
27 bis Rue du Vieux Faubourg  
Lille 59 000  
FRANCE  
Phone - +33 3 20 06 75 21  
Fax - +33 3 20 06 23 39  
Cell - +33 6 83 85 65 90  
E-mail – Sylvain.ganeux@fr.landwellglobal.com

Lorang & Roberto Avocats  
104, boulevard de la PétrusseL – 2320  
LUXEMBOURG  
Phone - (352) 26 64 62-1  
Fax - (352) 26 64 62-60  
E-mail : orang@lravocats.com

Christelle Fertons  
Regus  
Boulevard Royal 26  
L-2449  
LUXEMBOURG  
Phone - +352 22 9999  
Fax - +352 22 9999 5499

Regus Brazil  
Rua Funchal  
418 - 34º Andar - Vila Olímpia  
São Paulo, SP 04551-060  
BRAZIL

**AMENDED SUPPLEMENTAL CONTACT SHEET REGARDING LIST OF  
CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS (CONT.)**

Pinsent Masons LLP  
30 Aylesbury Street  
London EC1R 0ER  
UNITED KINGDOM  
Phone - +44 (0) 20 7490 4000  
Fax - +44 (0) 20 7490 2545

Mr. Tam Sing, President  
Ridgelane Limited  
Akara Building,  
24 De Castro Street,  
Wickhams Cay I,  
Road Town, Tortola,  
BRITISH VIRGIN ISLANDS  
Phone - +44 20 7493 9826  
Alternate phone - +44 7837 1755 39  
E-mail: draycotthouse1@yahoo.co.uk

#1436101

**United States Bankruptcy Court**  
**Southern District of New York**

In re **Bozel S.A.**  
 Debtor

Case No. **10-11802**

Chapter **11**

**SUMMARY OF SCHEDULES**

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	<b>Yes</b>	<b>1</b>	<b>0.00</b>		
B - Personal Property	<b>Yes</b>	<b>5</b>	<b>39,272,698.00</b>		
C - Property Claimed as Exempt	<b>No</b>	<b>0</b>			
D - Creditors Holding Secured Claims	<b>Yes</b>	<b>1</b>		<b>16,000,000.00</b>	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	<b>Yes</b>	<b>2</b>		<b>0.00</b>	
F - Creditors Holding Unsecured Nonpriority Claims	<b>Yes</b>	<b>4</b>		<b>14,265,000.00</b>	
G - Executory Contracts and Unexpired Leases	<b>Yes</b>	<b>1</b>			
H - Codebtors	<b>Yes</b>	<b>3</b>			
I - Current Income of Individual Debtor(s)	<b>No</b>	<b>0</b>			<b>N/A</b>
J - Current Expenditures of Individual Debtor(s)	<b>No</b>	<b>0</b>			<b>N/A</b>
Total Number of Sheets of ALL Schedules		<b>17</b>			
Total Assets			<b>39,272,698.00</b>		
Total Liabilities				<b>30,265,000.00</b>	

In re **Bozel S.A.**

Case No. **10-11802**

Debtor

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

**Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
Lease with Regus for business location at Boulevard Royal 26, L-2449, Luxembourg (3 month rotating lease) Value: Unliquidated	Leasehold	-	0.00	0.00
Lease with Regus Brazil for business location at Rua Funchal, 418 - 34 Andar - Vila Olimpia, Sao Paulo, SP 04551-060, Brazil (3 month rotating lease) Value: Unliquidated	Leasehold	-	0.00	0.00



In re **Bozel S.A.**Case No. **10-11802**

Debtor

**SCHEDULE B - PERSONAL PROPERTY**

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petitioner is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

**Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	<b>X</b>			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		<b>Account at HSBC Trinkaus &amp; Burkhardt (International) SA, 1-7 rue Nina et Julien Lefevre, L-1952 Luxembourg ending in 0978</b>  <b>(Amount has been converted from Euros)</b>	-	<b>4,050.00</b>
3. Security deposits with public utilities, telephone companies, landlords, and others.	<b>X</b>			
4. Household goods and furnishings, including audio, video, and computer equipment.	<b>X</b>			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	<b>X</b>			
6. Wearing apparel.	<b>X</b>			
7. Furs and jewelry.	<b>X</b>			
8. Firearms and sports, photographic, and other hobby equipment.	<b>X</b>			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	<b>X</b>			
10. Annuities. Itemize and name each issuer.	<b>X</b>			

Sub-Total > **4,050.00**  
(Total of this page)

2 continuation sheets attached to the Schedule of Personal Property

In re **Bozel S.A.**Case No. **10-11802**

Debtor

## SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	<b>X</b>			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	<b>X</b>			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.		<b>100% ownership interest in Bozel Europe S.A.S., Bozel LLC and Mineracao Ltda (see attached list at Attachment B-13)</b>	<b>-</b>	<b>36,583,125.00</b>
14. Interests in partnerships or joint ventures. Itemize.	<b>X</b>			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	<b>X</b>			
16. Accounts receivable.	<b>X</b>			
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	<b>X</b>			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	<b>X</b>			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	<b>X</b>			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	<b>X</b>			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	<b>X</b>			

Sub-Total > **36,583,125.00**  
(Total of this page)

Sheet 1 of 2 continuation sheets attached  
to the Schedule of Personal Property

In re **Bozel S.A.**Case No. **10-11802**

Debtor

## SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
22. Patents, copyrights, and other intellectual property. Give particulars.		<b>Trademark for Bozel Mineracao Ltda (for brand and market, customer and competitor recognition)</b>  <b>(Book Value)</b>	-	<b>2,685,523.00</b>
23. Licenses, franchises, and other general intangibles. Give particulars.	<b>X</b>			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	<b>X</b>			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	<b>X</b>			
26. Boats, motors, and accessories.	<b>X</b>			
27. Aircraft and accessories.	<b>X</b>			
28. Office equipment, furnishings, and supplies.	<b>X</b>			
29. Machinery, fixtures, equipment, and supplies used in business.	<b>X</b>			
30. Inventory.	<b>X</b>			
31. Animals.	<b>X</b>			
32. Crops - growing or harvested. Give particulars.	<b>X</b>			
33. Farming equipment and implements.	<b>X</b>			
34. Farm supplies, chemicals, and feed.	<b>X</b>			
35. Other personal property of any kind not already listed. Itemize.	<b>X</b>			

Sub-Total >	<b>2,685,523.00</b>
(Total of this page)	
Total >	<b>39,272,698.00</b>

(Report also on Summary of Schedules)

Sheet 2 of 2 continuation sheets attached  
to the Schedule of Personal Property

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re:

BOZEL S.A.,

Debtor.

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Case No. 10-11802-AJG  
Chapter 11

**ATTACHMENT TO SCHEDULE B  
QUESTION 13**

**Bozel Mineracao Ltda\*    Bozel Europe S.A.S.\*    Bozel LLC\***

**Assets**

Current

Cash	260,960	508,733	15,530
Receivables	6,435,520	1,634,080	1,009,595
Inventory	8,037,120	2,877,773	1,215,014
Prepaid	1,907,360	98,503	27,135
	<b>16,640,960</b>	<b>5,119,089</b>	<b>2,267,275</b>

Other assets		11,130	
Fixed assets	11,915,120	1,413,823	
Deferred taxes			
	<b>30,961,280</b>	<b>6,544,042</b>	<b>2,267,275</b>

<b>Liabilities</b>	10,717,866	1,790,482	25,546
	<b>(9,889,574)</b>	<b>6,206,209</b>	<b>(3,250,959)</b>

Shareholder's Equity			
Capital stock	36,782,480	37,000	4,415,872
Brazil acquisition costs			
French acquisition costs			
Exchange fluctuation	2,258,295	3,700	
Opening retained earnings	0		
Net income	132,695	(142,060)	29,467
	<b>39,173,470</b>	<b>(101,360)</b>	<b>4,445,339</b>
	<b>29,283,896</b>	<b>6,104,849</b>	<b>1,194,380</b>

\*These numbers have been extracted from the financial model produced by the operating management of the Debtor and its subsidiaries.

In re **Bozel S.A.**Case No. **10-11802**

Debtor

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D W I F E J O I N T C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.			<b>2009</b>					
<b>Crastvell Trading Limited PO Box 958, Pasea Estate Road Town, Tortola BRITISH VIRGIN ISLANDS</b>	<b>X</b>	-	<b>Lien against shares of subsidiaries</b>					
			<b>Guaranty of business loans to parent</b>					
			Value \$ <b>36,583,125.00</b>				<b>14,500,000.00</b>	<b>0.00</b>
Account No.			<b>2009</b>					
<b>Trafalgar Capital Specialized Investment Fund, 8-10 Rue Mathias Hardt, BP 3023, L-1030 LUXEMBOURG</b>	<b>X</b>	-	<b>Lien against shares of subsidiaries</b>					
			<b>Guaranty of business loans to parent</b>					
			Value \$ <b>36,583,125.00</b>				<b>1,500,000.00</b>	<b>0.00</b>
Account No.								
			Value \$					
Account No.								
			Value \$					
Subtotal (Total of this page)							<b>16,000,000.00</b>	<b>0.00</b>
Total (Report on Summary of Schedules)							<b>16,000,000.00</b>	<b>0.00</b>

0 continuation sheets attached

In re **Bozel S.A.**Case No. **10-11802**

Debtor

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

**TYPES OF PRIORITY CLAIMS** (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)☐ **Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725\* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,775\* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,600\* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☒ **Taxes and certain other debts owed to governmental units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to maintain the capital of an insured depository institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

☐ **Claims for death or personal injury while debtor was intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

\* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re **Bozel S.A.**Case No. **10-11802**

Debtor

## SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

(Continuation Sheet)

### Taxes and Certain Other Debts Owed to Governmental Units

#### TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community  DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.			<b>Notice only</b>	<b>X</b>	<b>X</b>	<b>X</b>	<b>0.00</b>	
<b>Internal Revenue Service P.O. Box 21126 Philadelphia, PA 19114</b>	-							<b>0.00</b>
		<b>0.00</b>						
Account No.			<b>Notice only</b>	<b>X</b>	<b>X</b>	<b>X</b>	<b>0.00</b>	
<b>NYS Department of Labor Harriman State Office Campus Building 12 Albany, NY 12240</b>	-							<b>0.00</b>
		<b>0.00</b>						
Account No.			<b>Notice only</b>	<b>X</b>	<b>X</b>	<b>X</b>	<b>0.00</b>	
<b>NYS Dept. of Tax &amp; Finance Bankruptcy Section P.O. Box 5300 Albany, NY 12205-0300</b>	-							<b>0.00</b>
		<b>0.00</b>						
Account No.								
Account No.								
Subtotal							<b>0.00</b>	
(Total of this page)							<b>0.00</b>	<b>0.00</b>
Total							<b>0.00</b>	
(Report on Summary of Schedules)							<b>0.00</b>	<b>0.00</b>

Sheet **1** of **1** continuation sheets attached to  
Schedule of Creditors Holding Unsecured Priority Claims



In re **Bozel S.A.**Case No. **10-11802**

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
<b>Bird &amp; Bird</b> <b>15 Fetter Lane</b> <b>London EC4A 1JP</b> <b>UNITED KINGDOM</b>		-				<b>30,000.00</b>
Account No.						
<b>Bozel Europe S.A.S.</b> <b>Rue Francois-Noel Babeuf</b> <b>RCS DUNKERQUE 504 344 771</b> <b>FRANCE</b>		-				<b>450,000.00</b>
Account No.						
<b>Bozel LLC</b> <b>555 South Federal Highway</b> <b>Suite 260</b> <b>Boca Raton, FL 33432</b>		-				<b>11,000,000.00</b>
Account No.						
<b>Bozel Mineracao Ltda</b> <b>Rua Funchal, 418-34th Fl.</b> <b>Vila Olympia, SP 04551-1060</b> <b>BRAZIL</b>		-				<b>500,000.00</b>
Subtotal (Total of this page)						<b>11,980,000.00</b>

3 continuation sheets attached

In re **Bozel S.A.**Case No. **10-11802**

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		<b>2009</b>				
<b>Conyers, Dill &amp; Pearman</b> <b>Romasco Place, Wickhams Cay 1</b> <b>Road Town, Tortola VG1110</b> <b>BRITISH VIRGIN ISLANDS</b>	-	<b>Attorneys' fees</b>				<b>30,000.00</b>
Account No.		<b>2009</b>				
<b>Edwin &amp; Coe LLP</b> <b>2 Stone Buildings, Lincoln's</b> <b>Inn, London WC2A 3TH</b> <b>UNITED KINGDOM</b>	-	<b>Attorneys' fees</b>				<b>25,000.00</b>
Account No.		<b>2009</b>				
<b>Guedes, Nunes, et al.</b> <b>Av. Paulista, 509 - 14 andar</b> <b>Sao Paulo 01311-000</b> <b>BRAZIL</b>	-	<b>Attorneys' fees</b>				<b>70,000.00</b>
Account No.		<b>2010</b>				
<b>Kleyr, Grasso Associes</b> <b>122 Rue A. Fischer L-1521</b> <b>LUXEMBOURG</b>	-	<b>Attorneys' fees</b>				<b>5,000.00</b>
Account No.		<b>2009</b>				
<b>Landwell &amp; Associes</b> <b>27 bis Rue de Vieux Faubourg</b> <b>Lille 59 000</b> <b>FRANCE</b>	-	<b>Attorneys' fees</b>				<b>16,000.00</b>
Sheet no. <u>1</u> of <u>3</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						<b>Subtotal</b> (Total of this page)
						<b>146,000.00</b>

In re **Bozel S.A.**Case No. **10-11802**

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		<b>2009</b>				
<b>Lorang &amp; Roberto Avocats</b> <b>104, Boulevard de la Petrusse</b> <b>2320</b> <b>LUXEMBOURG</b>	-	<b>Attorneys' fees</b>				<b>10,000.00</b>
Account No.		<b>2009</b>				
<b>Pinsent Masons LLP</b> <b>30 Aylesbury Street</b> <b>London EC1R 0ER</b> <b>UNITED KINGDOM</b>	-	<b>Attorneys' fees</b>				<b>150,000.00</b>
Account No.		<b>2010</b>				
<b>Regus</b> <b>Boulevard Royal 26</b> <b>L-2449</b> <b>LUXEMBOURG</b>	-	<b>Lease for Luxembourg business location</b>				<b>5,000.00</b>
Account No.		<b>2010</b>				
<b>Regus Brazil</b> <b>Rua Funchal, 418 34 Andar</b> <b>Vila Olimpia, SP 04551-060</b> <b>BRAZIL</b>	-	<b>Lease for Brazil business location</b>				<b>3,000.00</b>
Account No.		<b>Notice only</b>				
<b>Ridgelane Limited</b> <b>24 De Castro St., Wickhams Cay</b> <b>I, Road Town, Tortola</b> <b>BRITISH VIRGIN ISLANDS</b>	-			<b>X</b>		<b>0.00</b>
Sheet no. <b>2</b> of <b>3</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						<b>168,000.00</b>
Subtotal (Total of this page)						

In re **Bozel S.A.**Case No. **10-11802**

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.  <b>Wellgate International Ltd. c/o Andrew Bickerton, BDO Ltd POB 34, Tortola VG 110 BRITISH VIRGIN ISLANDS</b>		<b>2009</b> <b>Debt for expenses paid by corporate parent</b>  <b>-</b>				<b>1,971,000.00</b>	
Account No.  							
Account No.  							
Account No.  							
Account No.  							
Sheet no. <b>3</b> of <b>3</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			<b>1,971,000.00</b>	
			Total (Report on Summary of Schedules)			<b>14,265,000.00</b>	

In re **Bozel S.A.**

Case No. **10-11802**

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
<b>Regus Boulevard Royal 26 L-2449 LUXEMBOURG</b>	<b>Lease with Regus for business location at Boulevard Royal 26, L-2449, Luxembourg (3 month rotating lease)</b>
<b>Regus Brazil Rua Funchal, 418 34 Andar Vila Olimpia, SP 04551-060 BRAZIL</b>	<b>Lease with Regus Brazil for business location at Rua Funchal, 418 - 34 Andar - Vila Olimpia, Sao Paulo, SP 04551-060, Brazil (3 month rotating lease)</b>

In re **Bozel S.A.**Case No. **10-11802**

Debtor

**SCHEDULE H - CODEBTORS**

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
<b>Bozel Europe S.A.S.</b> <b>Rue Francois-Noel Babeuf</b> <b>RCS DUNKERQUE 504 344 771</b> <b>FRANCE</b> <b>Cross-guaranty</b>	<b>Crastvell Trading Limited</b> <b>PO Box 958, Pasea Estate</b> <b>Road Town, Tortola</b> <b>BRITISH VIRGIN ISLANDS</b>
<b>Bozel Europe S.A.S.</b> <b>Rue Francois-Noel Babeuf</b> <b>RCS DUNKERQUE 504 344 771</b> <b>FRANCE</b> <b>Cross-guaranty</b>	<b>Trafalgar Capital Specialized</b> <b>Investment Fund, 8-10 Rue</b> <b>Mathias Hardt, BP 3023, L-1030</b> <b>LUXEMBOURG</b>
<b>Bozel LLC</b> <b>555 South Federal Highway</b> <b>Suite 260</b> <b>Boca Raton, FL 33432</b> <b>Cross-guaranty</b>	<b>Crastvell Trading Limited</b> <b>PO Box 958, Pasea Estate</b> <b>Road Town, Tortola</b> <b>BRITISH VIRGIN ISLANDS</b>
<b>Bozel LLC</b> <b>555 South Federal Highway</b> <b>Suite 260</b> <b>Boca Raton, FL 33432</b> <b>Cross-guaranty</b>	<b>Trafalgar Capital Specialized</b> <b>Investment Fund, 8-10 Rue</b> <b>Mathias Hardt, BP 3023, L-1030</b> <b>LUXEMBOURG</b>
<b>Bozel Mineracao Ltda</b> <b>Rua Funchal, 418-34th Fl.</b> <b>Vila Olympia, SP 04551-1060</b> <b>BRAZIL</b> <b>Cross-guaranty</b>	<b>Crastvell Trading Limited</b> <b>PO Box 958, Pasea Estate</b> <b>Road Town, Tortola</b> <b>BRITISH VIRGIN ISLANDS</b>
<b>Bozel Mineracao Ltda</b> <b>Rua Funchal, 418-34th Fl.</b> <b>Vila Olympia, SP 04551-1060</b> <b>BRAZIL</b> <b>Cross-guaranty</b>	<b>Trafalgar Capital Specialized</b> <b>Investment Fund, 8-10 Rue</b> <b>Mathias Hardt, BP 3023, L-1030</b> <b>LUXEMBOURG</b>

**Bozel SA****Balance sheet as at September 30, 2009\*****Assets**

Current	
Cash	796,599
Receivables	9,079,195
Inventory	12,129,907
Prepaid	2,032,998
	<hr/>
	<b>24,038,700</b>
Other assets	11,130
Fixed assets	13,328,943
Deferred taxes	985,868
	<hr/>
	<b>38,364,641</b>
	<hr/>

**Liabilities**

Current	
Trafalgar loan	1,840,000
Crestvel original loan	5,540,000
Crestvel Senior and Mez B	8,000,000
Interest payable	29,047
Provision	10,710
Accounts payable	12,523,184
	<hr/>
	<b>27,942,941</b>
Shareholder's Equity	
Capital stock	2,400,000
Brazil acquisition costs	(742,415)
French acquisition costs	(1,088,483)
Exchange fluctuation	2,261,995
Opening retained earnings	7,570,502
Net income	20,101
	<hr/>
	10,421,700
	<hr/>
	<b>38,364,641</b>
	<hr/>

\*These numbers have been extracted from the financial model produced by the operating management of the Debtor and its subsidiaries.

**Bozel SA**  
**Statement of Income**  
**For the 9 months ended September 30, 2009\***

<b>Revenues</b>	<b>24,561,935</b>
<b>Cost of sales</b>	<b>16,167,665</b>
Gross profit	<u>8,394,270</u>
	34%
<b>Expenses</b>	
Operating expenses	4,217,328
Legal fees	0
Financing fees	0
Bank fees	0
Suspense	0
Misc	54,047
	<u>4,271,375</u>
Income/loss before undemoted(EBITDA)	<u>4,122,895</u>
Amortization of property and equipment	223,354
Foreign exchange	0
Interest	1,879,439
	<u>4,102,793</u>
Income/loss before income taxes	20,101
Income taxes	0
Net income	<u><b>20,101</b></u>

\*These numbers have been extracted from the financial model produced by the operating management of the Debtor and its subsidiaries.



**United States Bankruptcy Court  
Southern District of New York**

In re **Bozel S.A.**

Debtor(s)

Case No. **10-11802**

Chapter **11**

**DECLARATION CONCERNING DEBTOR'S SCHEDULES**

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Administrateur Delege of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 19 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date **May 4, 2010**

Signature **/s/ Michel Marengere**

**Michel Marengere**  
**Administrateur Delege**

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court  
Southern District of New York**

In re **Bozel S.A.**

Debtor(s)

Case No. **10-11802**Chapter **11**

**STATEMENT OF FINANCIAL AFFAIRS**

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

*DEFINITIONS*

*"In business."* A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

*"Insider."* The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

**1. Income from employment or operation of business**

None

☐

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT  
**\$17,977,000.00**

SOURCE  
**1/1/10 - 4/6/10 - Income from operation of business (estimated)**

**(These numbers have been extracted from the financial model produced by the operating management of the Debtor and its subsidiaries.)**

**\$39,490,700.00**

**1/1/09 - 12/31/09 - Income from operation of business (actual through 9/30/09 and estimated 10/1/09 through 12/31/09)**

**(These numbers have been extracted from the financial model produced by the operating management of the Debtor and its subsidiaries.)**

**\$92,576,000.00**

**1/1/08 - 12/31/08 - Income from operation of business**

**(These numbers have been extracted from the financial model produced by the operating management of the Debtor and its subsidiaries.)**

## 2. Income other than from employment or operation of business

None ☒ State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT

SOURCE

## 3. Payments to creditors

None ☒ *Complete a. or b., as appropriate, and c.*

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS  
OF CREDITORDATES OF  
PAYMENTS

AMOUNT PAID

AMOUNT STILL  
OWING

None ☐ b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850\*. If the debtor is an individual, indicate with an asterisk (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR

DATES OF  
PAYMENTS/  
TRANSFERSAMOUNT  
PAID OR  
VALUE OF  
TRANSFERSAMOUNT STILL  
OWING**See attached list at Attachment 3(b)****\$0.00****\$0.00**

None ☒ c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND  
RELATIONSHIP TO DEBTOR

DATE OF PAYMENT

AMOUNT PAID

AMOUNT STILL  
OWING

## 4. Suits and administrative proceedings, executions, garnishments and attachments

None ☐ a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT  
AND CASE NUMBER  
**Crastvell Trading Ltd. vs.  
Bozel S.A., Bozel LLC and  
Michel L. Marengere, Index  
No. to be provided**NATURE OF PROCEEDING  
**Civil**COURT OR AGENCY  
AND LOCATION  
**Florida Superior Court**STATUS OR  
DISPOSITION  
**Pending**

\* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
<b>Crastvell Trading Ltd., Trafalgar Capital and Ridgelane Limited vs. Bozel S.A. and Wellgate International Ltd., Case Nos. to be provided</b>	<b>Civil</b>	<b>United Kingdom</b>	<b>Pending</b>
<b>Crastvell Trading Ltd. vs. Bozel S.A., Case No. to be provided</b>	<b>Civil</b>	<b>Luxembourg</b>	<b>Pending</b>
<b>Crastvell Trading Ltd. vs. Bozel S.A., Case No. to be provided</b>	<b>Civil</b>	<b>Luxembourg</b>	<b>Pending</b>
<b>Crastvell Trading Ltd. vs. Bozel S.A., Case No. to be provided</b>	<b>Civil</b>	<b>Luxembourg</b>	<b>Pending</b>
<b>Crastvell Trading Ltd. vs. Bozel S.A., Case No. to be provided</b>	<b>Civil</b>	<b>Luxembourg</b>	<b>Pending</b>
<b>Bozel S.A. vs. Crastvell Trading Ltd., Case No. to be provided</b>	<b>Civil</b>	<b>Brazil</b>	<b>Injunction procured</b>

- None ☐ b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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#### 5. Repossessions, foreclosures and returns

- None ☐ List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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#### 6. Assignments and receiverships

- None ☐ a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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- None ☐ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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**7. Gifts**

- None ☒ List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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**8. Losses**

- None ☒ List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case.** (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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**9. Payments related to debt counseling or bankruptcy**

- None ☐ List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
<b>Damon Morey LLP</b>	<b>3/31/10 from Spearhead Ltd. (through</b>	<b>\$25,000.00</b>
<b>The Avant Building</b>	<b>Joseph G. Makowski, Esq.)</b>	
<b>200 Delaware Avenue, Suite 1200</b>	<b>4/6/10 from Michel Marengere</b>	<b>\$25,000.00</b>
<b>Buffalo, NY 14202</b>		

**10. Other transfers**

- None ☒ a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
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- None ☒ b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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### 11. Closed financial accounts

- None ☒ List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
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### 12. Safe deposit boxes

- None ☒ List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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### 13. Setoffs

- None ☒ List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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### 14. Property held for another person

- None ☒ List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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### 15. Prior address of debtor

- None ☐ If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
2-4 Avenue Marie-Therese, L-2132 LUXEMBOURG	Bozel S.A.	April, 2009 - June, 2009
16, Avenue de la Porte Neuve, L-2227 LUXEMBOURG	Bozel S.A.	March, 2007 - April, 2009

### 16. Spouses and Former Spouses

- None ☒ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

## 17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

- None ☒ a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None ☒ b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None ☒ c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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## 18. Nature, location and name of business

- None ☐ a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

*If the debtor is a partnership*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

*If the debtor is a corporation*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
Bozel LLC	75-3255873	555 South Federal Highway Suite 260 Boca Raton, FL 33432	Distributor of calcium silicon and calcium silicon cord wire	7/1/08 - present
Bozel Europe S.A.S.	N/A	Rue Francois-Noel Babeuf RCS DUNKERQUE 504 344 771 FRANCE	Producer and distributor of calcium silicon cord wire	7/1/08 - present

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
Bozel Mineracao Ltda	N/A	Rua Funchal, 418-34th Fl. Vila Olympia, SP 04551-1060 BRAZIL	Producer and distributor of calcium silicon and calcium silicon cord wire	2/12/08 - present

None ☒ b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

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#### 19. Books, records and financial statements

None ☐ a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
<b>WSBG</b> <b>1155 Boul. Rene-Levesque West</b> <b>Bureau 2010</b> <b>Montreal, Quebec H3B2J9</b> <b>CANADA</b>	<b>2009 - 2010</b>
<b>Mazars</b> <b>10 A, Rue Henri M. Schnadt</b> <b>L-2530</b> <b>LUXEMBOURG</b>	<b>2007 - 2009</b>

None ☒ b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME	ADDRESS	DATES SERVICES RENDERED
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None ☐ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME	ADDRESS
<b>Michel L. Marengere</b>	<b>Bozel S.A.</b> <b>Boulevard Royal 26, L-2449</b> <b>LUXEMBOURG</b>

None ☐ d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.



NAME AND ADDRESS

Potential Lenders

DATE ISSUED

Financial statements were issued to a number of potential lenders in order to conduct due diligence, however, none of those lenders ultimately loaned any money to the Debtor.

## 20. Inventories

None



a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY

INVENTORY SUPERVISOR

DOLLAR AMOUNT OF INVENTORY  
(Specify cost, market or other basis)

None



b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY

NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY  
RECORDS

## 21 . Current Partners, Officers, Directors and Shareholders

None



a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS

NATURE OF INTEREST

PERCENTAGE OF INTEREST

None



b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS

TITLE

NATURE AND PERCENTAGE  
OF STOCK OWNERSHIP

**Benjamin Shaw**  
**To be provided**

**Warrant Holder**

**Burnham Securities**  
**To be provided**

**Crastvell Trading Limited**  
**PO Box 958, Pasea Estate**  
**Road Town, Tortola**  
**BRITISH VIRGIN ISLANDS**

**Warrant Holder**

**Michel L. Marengere**  
**Bozel S.A.**  
**Boulevard Royal 26, L-2449**  
**LUXEMBOURG**

**Administrateur Delege**

**None**

**Trafalgar Capital Specialized**  
**Investment Fund, 8-10 Rue**  
**Mathias Hardt, BP 3023, L-1030**  
**LUXEMBOURG**

**Warrant Holder**

**Wellgate International Ltd.**  
**c/o Andrew Bickerton, BDO**  
**Binder, Road Town, Tortola**  
**BRITISH VIRGIN ISLANDS**

**Shareholder**

**100% shareholder**

**22 . Former partners, officers, directors and shareholders**

None ☐ a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
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None ☐ b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
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**23 . Withdrawals from a partnership or distributions by a corporation**

None ☐ If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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**24. Tax Consolidation Group.**

None ☐ If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
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**25. Pension Funds.**

None ☐ If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
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**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date May 4, 2010

Signature /s/ Michel Marengere  
**Michel Marengere**  
**Administrateur Delege**

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

*Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571*

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re:

BOZEL S.A.,

Debtor.

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Case No. 10-11802-AJG  
Chapter 11

**ATTACHMENT TO STATEMENT OF FINANCIAL AFFAIRS  
QUESTION 3(b)**

**Wire transfers made by Bozel LLC on behalf of Bozel S.A.**

Date	Payee	Amount (in U.S. Dollars)
1/8/2010	Edwin Coe LLP	\$10,000.00
1/22/2010	Edwin Coe LLP	\$10,000.00
1/22/2010	Edwin Coe LLP	\$10,000.00
2/12/2010	Edwin Coe LLP	\$15,000.00
Total Edwin Coe LLP		\$45,000.00
Amount Still Owing Edwin Coe LLP		\$25,000.00
2/4/2010	Lorang et Roberto	\$18,975.00
Total Lorang et Roberto		\$18,975.00
Amount Still Owing Lorang et Roberto		\$10,000.00
2/4/2010	Landwell Law Firm	\$6,184.51
Total Landwell Law Firm		\$6,184.51
Amount Still Owing Landwell Law Firm		\$16,000.00
2/4/2010	Kleyr Grasso Associates	\$6,184.51
Total Kleyr Grasso Associates		\$6,184.51
Amount Still Owing Kleyr Grasso Associates		\$5,000.00
2/4/2010	Regus Lux	\$4,517.92
Total Regus Lux		\$4,517.92
Amount Still Owing Regus Lux		\$0.00

**Wire transfers made by Bozel LLC on behalf of Bozel S.A. (Cont.)**

Date	Payee	Amount (in U.S. Dollars)
2/4/2010	Regus Brazil	\$7,750.00
Total Regus Brazil		\$7,750.00
Amount Still Owing Regus Brazil		\$0.00
2/12/2010	Conyers Dill Pearman	\$25,000.00
3/10/2010	Conyers Dill Pearman	\$15,000.00
Total Conyers Dill Pearman		\$40,000.00
Amount Still Owing Conyers Dill Pearman		\$30,000.00

**Wire transfers made by Spearhead Ltd. on behalf of Bozel S.A.**

Date	Payee	Amount (in U.S. Dollars)
3/30/2010	Joseph G. Makowski, Esq.*	\$30,000.00
Total Joseph G. Makowski, Esq.		\$30,000.00
Amount Still Owing Joseph G. Makowski, Esq.		\$0.00

\*\$25,000.00 of these funds were then wired by Joseph G. Makowski, Esq. to Damon Morey LLP for its Chapter 11 retainer.

**United States Bankruptcy Court  
Southern District of New York**

In re **Bozel S.A.**

Debtor(s)

Case No.

Chapter

**11**

**DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)**

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept ..... \$ **Usual hourly rates**

Prior to the filing of this statement I have received ..... \$ .....

Balance Due ..... \$ **Usual hourly rates**

2. The source of the compensation paid to me was:

☐ Debtor ☒ Other (specify): Spearhead Ltd.

3. The source of compensation to be paid to me is:

☐ Debtor ☒ Other (specify): Bozel LLC (subsidiary of the Debtor)

4. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

☐ I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- d. [Other provisions as needed]

**Negotiations with secured creditors to reduce to market value; exemption planning; preparation and filing of reaffirmation agreements and applications as needed; preparation and filing of motions pursuant to 11 USC 522(f)(2)(A) for avoidance of liens on household goods.**

6. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

**Representation of the debtors in any dischargeability actions, judicial lien avoidances, relief from stay actions or any other adversary proceeding.**

**CERTIFICATION**

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

Dated: May 4, 2010

/s/ Daniel F. Brown

**Daniel F. Brown  
Damon Morey LLP  
The Avant Building, Suite 1200  
200 Delaware Avenue  
Buffalo, NY 14202-2150  
(716) 856-5500 Fax: (716) 856-5510**

**United States Bankruptcy Court  
Southern District of New York**

In re Bozel S.A.  
Debtor

Case No. 10-11802

Chapter 11

**LIST OF EQUITY SECURITY HOLDERS**

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
<b>Benjamin Shaw To be provided</b>			<b>Warrant Holder</b>
<b>Burnham Securities To be provided</b>			<b>Warrant Holder</b>
<b>Crastvell Trading Limited PO Box 958, Pasea Estate Road Town, Tortola BRITISH VIRGIN ISLAND</b>			<b>Warrant Holder</b>
<b>Trafalgar Capital Specialized Investment Fund, 8-10 Rue Mathias Hardt, BP 3023, L-1030 LUXEMBOURG</b>			<b>Warrant Holder</b>
<b>Wellgate International Ltd. c/o Andrew Bickerton, BDO Binder, Road Town, Tortola BRITISH VIRGIN ISLAND</b>	<b>Stock</b>	<b>100%</b>	<b>Shareholder</b>

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, the Administrateur Delegee of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date May 4, 2010

Signature /s/ Michel Marengere  
**Michel Marengere**  
**Administrateur Delegee**

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C §§ 152 and 3571.

**United States Bankruptcy Court  
Southern District of New York**

In re **Bozel S.A.**

Debtor(s)

Case No. **10-11802**

Chapter **11**

**CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)**

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Bozel S.A.** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

**Wellgate International Ltd.  
c/o Andrew Bickerton, BDO  
Binder, Road Town, Tortola  
BRITISH VIRGIN ISLAND**

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☐ None [*Check if applicable*]

**May 4, 2010**

Date

**/s/ Daniel F. Brown**

**Daniel F. Brown**

Signature of Attorney or Litigant

Counsel for **Bozel S.A.**

**Damon Morey LLP**

**The Avant Building, Suite 1200**

**200 Delaware Avenue**

**Buffalo, NY 14202-2150**

**(716) 856-5500 Fax:(716) 856-5510**